

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	§	Chapter 11
	§	
W. R. GRACE & CO., et al.,	§	Case No. 01-01139 (JKF)
	§	
<i>Debtors.</i>	§	Jointly Administered

**ORDER PURSUANT TO SECTIONS 327 AND 1107 OF THE BANKRUPTCY
CODE AUTHORIZING RETENTION *NUNC PRO TUNC* OF ALAN B. RICH
ESQ., AS COUNSEL TO HON. ALEXANDER SANDERS, JR., LEGAL
REPRESENTATIVE FOR FUTURE ASBESTOS-RELATED
PROPERTY DAMAGE CLAIMANTS AND HOLDERS OF DEMANDS**

Upon consideration of the application (the "Application") of Alexander M. Sanders, Jr., the Proposed Legal Representative for Future Asbestos-Related Property Damage Claimants and Holders of Demands (the "PDFCR") for the entry of an Order pursuant to section 327(a) and 1107(b) of the Bankruptcy Code, authorizing the Debtor to retain Alan B. Rich, Esq. to represent him as counsel in the above-referenced Chapter 11 Cases *nunc pro tunc* to September 29, 2009, and Mr. Rich's application for *pro hac vice* admission, after notice and hearing, and this Court being satisfied that: (i) Mr. Rich does not hold or represent any interest adverse to the PDFCR, the Debtors, their creditors, or this Bankruptcy Estate with respect to the matters for which Mr. Rich is to be engaged; (ii) Mr. Rich is a disinterested person within the meaning of section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and has disclosed any matter which he believes could bear upon the finding by this Court that Mr. Rich is such a "disinterested person;" and (iii) that the employment and retention of Mr. Rich is necessary and in the best interests of the PDFCR, the Debtors, their creditors and this Bankruptcy Estate; and it appearing that the notice of the Applications were good and sufficient under the

circumstances and that no other or further notice need be given, and this Court finding good cause for the relief requested thereby, it is hereby

ORDERED that the Application is granted; and it is further

ORDERED that Alan B. Rich, Esq. of the Bars of the State of Texas and Illinois, and of the Bars of the Northern, Southern, Eastern and Western Districts of Texas and of the Trial Bar of the Northern District of Illinois is hereby admitted to practice in this case *pro hac vice* without the necessity of local counsel; and it is further

ORDERED that pursuant to sections 327 and 1107 of the Bankruptcy Code, the PDFCR shall be, and hereby is, authorized and empowered to employ and retain Alan B. Rich, Esq. as his counsel for all matters related to these Chapter 11 Cases; and it is further

ORDERED that all notices, orders, documents, and pleadings filed in connection with these Chapter 11 Cases shall be served upon Alan B. Rich, the Law Office of Alan B. Rich, One Main Place, 1201 Main Street, LB 201, Suite 1910, Dallas, Texas 75202; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Signed this ____ day of October, 2008

UNITED STATES BANKRUPTCY JUDGE